

RECORDATION NO. 27549-A FILED

JUL 01 '08 -12 30 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

July 1, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of July 1, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 27549.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

Assignee: TLP Rail Trust I
by Wilmington Trust Company, not in its
individual capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Anne K. Quinlan, Esq.
July 1, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

110 hopper cars: ICE 10251 - ICE 10310, ICE 11251 - ICE 11299 and ICE 11309.

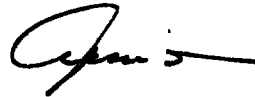
A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

JUL 01 '08

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement dated as of July 1, 2008 by and between Trinity Industries Leasing Company, a Delaware corporation (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

WITNESSETH:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of July 1, 2008, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of that certain railroad car lease as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 

Name:

Jose L. Paredes

Title:

Assistant Vice President

**TRINITY INDUSTRIES LEASING
COMPANY**

By: _____

Name:

Title:

Executed on this 24th day of June, 2008

Executed on this ____ day of June, 2008

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 24th day of June 2008, before a Notary Public in and for said County and State, personally appeared Jose Paredes, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on June 24 2008 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Dianne Bruton
Name: DIANNE M. BRUTON
Notary Public Notary Public - State of Delaware
My Comm. Expires Nov. 27, 2011
My Commission Expires:
Residing in Delaware

[Memorandum of Assignment and Assumption Agreement]

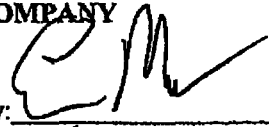
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name:
Title:

**TRINITY INDUSTRIES LEASING
COMPANY**

By: 
Name: Eric R. Marchetto
Title: Vice President

Executed on this ____ day of July, 2008

Executed on this 1st day of July, 2008

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 1st day of July 2008, before a Notary Public in and for said County and State, personally appeared Eric R. Mancheth, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on July 1, 2008 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Brenda Joyce Harris
Name: _____
Notary Public

My Commission Expires: _____
Residing in Dallas, TX



EXHIBIT A

1. One Hundred Ten (110) units identified with marks TILX 252989 – TILX 253098, leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement dated June 16, 2005 between Trinity Industries Leasing Company and Paramount Petroleum Corporation.
2. One Hundred Ten (110) units identified with marks ICE 10251 – ICE 10310, ICE 11251 – ICE 11299 and ICE 11309 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated July 26, 2007 between Trinity Industries Leasing Company and Pattison Sand Company, L.L.C., as amended by that certain Amendment No. 01 to Rider Three (3) effective February 1, 2008.
3. Two Hundred Ninety-One (291) units identified with the marks identified on Schedule 1 attached hereto and leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 12, 2006 between Trinity Industries Leasing Company and Pioneer Trail Energy, LLC, as amended by that certain First Amendment to Trinity Industries Leasing Company Railroad Car Lease Agreement with Pioneer Trail Energy, LLC, effective as of August 23, 2007, Amendment No. 1 to Rider One (1) effective February 22, 2008 and Amendment No. 2 to Rider One (1) effective April 1, 2008.
4. Sixty-Eight (68) units identified with marks TILX 262284 – TILX 262333, TILX 262391, TILX 262392, TILX 262394, TILX 262398, TILX 262399, TILX 262404 and TILX 262408 – TILX 262419 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated March 5, 2001 between Trinity Industries Leasing Company and Sunoco, Inc. (R&M), as amended by that certain Amendment No. 01 to Rider Seven (7) effective February 12, 2008.

SCHEDULE 1

Car Mark Number

TILX 194991
TILX 194994
TILX 194998
TILX 194999
TILX 195002
TILX 195005
TILX 195006
TILX 195007
TILX 195008
TILX 195009
TILX 195010
TILX 195011
TILX 195013
TILX 195014
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TILX 195051
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TILX 195146
TILX 195148

Car Mark Number

TILX 195341
TILX 195356
TILX 195362
TILX 197490
TILX 197491
TILX 197494
TILX 197497
TILX 197498
TILX 197500
TILX 197501
TILX 197502
TILX 197503
TILX 197504
TILX 197505
TILX 197506
TILX 197565
TILX 197585
TILX 197587
TILX 197588
TILX 197591
TILX 197594
TILX 197597
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Car Mark Number

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Car Mark Number

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Car Mark Number

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Car Mark Number

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Car Mark Number

TILX 199299
TILX 199300
TILX 199301
TILX 199302
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TILX 199360
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/1/08



Robert W. Alvord